

**LUBY’S, INC.**  
**EXECUTIVE COMMITTEE CHARTER**

**SCOPE AND PURPOSE:**

The Executive Committee (the “committee”) of the Board of Directors (the “board”) of Luby’s, Inc. (the “company”) is formed by the board to facilitate action during intervals between meetings of the board.

**FUNCTIONS:**

1. The committee shall have and may exercise the powers and authority of the board in the management of the business and affairs of the board and the company during intervals between meetings of the board. All such actions will be promptly reported to the full board by the chair of the committee.
2. The committee shall review all standing committee charters and any proposed charter changes for redundancy and conformity with the company’s corporate governance guidelines, best practices, and applicable laws and regulations; and, recommend such changes as may be necessary to the full board for consideration.
3. The power and authority of the committee is subject to the limitations contained in provisions of Delaware General Corporation Law, the company’s certificate of incorporation and its bylaws.

**DURATION:**

The committee shall continue in existence on a permanent basis until dissolved by the board.

**MEMBERSHIP:**

Committee membership shall consist of six members: the Chief Executive Officer, the Chief Operating Officer, the chair of the Personnel and Administrative Policy Committee, the Finance and Audit Committee, the Executive Compensation Committee, and the chair of the board. Five members of the committee shall constitute a quorum for the transaction of business.

**CHAIR:**

The chair of this committee shall be the chair of the board. The vice chair shall be appointed by the Nominating and Corporate Governance Committee subject to approval by the board. If the chair of this committee is unable to attend a committee meeting, the vice-chair shall act as chair of the committee.

## **COMMITTEE OPERATIONS:**

### **Meetings**

The committee does not meet on a regularly scheduled basis but shall meet at such times during the intervals between scheduled board meetings and shall conduct such business as is necessary to execute the responsibilities outlined above.

Agendas and advance materials will be provided to committee members at least one week in advance of regularly scheduled meetings. Special meetings may be held as called by the committee chair.

Meetings are to be attended only by the members of the committee; additional attendees will be: the corporate secretary who will serve as recorder; attendance by others may be necessary from time to time upon invitation of the committee chair.

The Vice President-Shareholder Relations of the company will be the point of contact and provide administrative support to the committee.

### **Minutes and Reports**

The corporate secretary will record the proceedings of the committee's meetings. The records of the committee meetings shall be confidential and retained as directed by the board chair for a period of at least ten years.

### **Reporting to the Board**

The committee shall report to the board the results of its meetings and any action taken by the committee.

### **Delegation**

Except as prohibited by law or the certificate of incorporation or bylaws of the company, the committee may delegate its responsibilities to a subcommittee consisting of one or more of its members.

### **Resources**

In carrying out its responsibilities, the committee may retain independent consultants, counsel and other advisors, provided that approval of the full board is required for the expenditure of \$5,000 or more in any twelve-month period for fees paid to such advisors.

### **EFFECTIVE DATE:**

This charter was reviewed by the committee and approved by the board on February 26, 2004, in order to govern the subsequent operation of the committee.